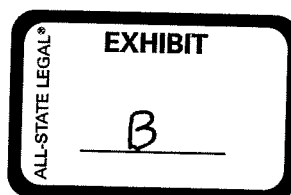


This Exhibit is for informational purposes only and shall not be deemed to be a warranty, representation or agreement on the part of Landlord that the future expansion will be exactly as indicated on this Exhibit or that future expansion will be undertaken at all.

TAX ABATEMENT

ARBONNE INTERNATIONAL, LLC

June 9, 2006



**APPLICATION FOR PROPERTY TAX ABATEMENT
CITY OF GREENWOOD**

Applicant

Name: Arbonne International, LLC

Address: 9400 Jeronimo
Irvine, CA 92618

Phone: (949) 770-2610

Contact: Richard Estrella

Property Owner

Name: Greenwood Industrial, LLC

Address: 1650 Lake Cook Rd., Suite 100
Deerfield, IL 60015

Phone: (847) 940-9667

Contact: Tim Sweeney

Project Description:

The project is a pick and pack distribution operation designed to primarily serve customers in the eastern and mid-western regions of the United States. The project is a direct result of company growth and is designed to enable the company to continue its expansion strategy. The facility will consist of approximately 208,000 square feet of distribution space and approximately 5,000 square feet of office and employee space. Plans are to initially staff the project with two shifts totaling approximately 435 employees.

Company History:

(Company Background – Description Attached)

PROJECT QUESTIONNAIRE

(Circle answer or fill in the blank)

1. Facility will be: (a) manufacturing (c) **distribution**
(b) assembly (d) other _____
2. Real estate/buildings will be: (a) **leased** (b) purchased
A. What is anticipated closing date: **July 2006**
3. Project will be: (a) new company (c) relocation in Indiana
(b) new expansion (d) **relocation from out of state**
(e) other _____
4. Will project be developed in stages: (a) yes (b) **no**
A. If yes, explain: _____

5. Projected construction start date is: **July 2006**
6. Projected start-up date for operation is: **August 2006**
7. What are the projected investments and jobs goals?
Real Estate: **\$0 – Existing Facility**
Improvements: **\$662,000 – Leasehold Improvements (previously abated)**
Machinery/Equipment: **\$7,864,500**
Jobs Retained: **N/A**
Jobs Created: **435**
8. Abatement is requested for: (a) real property (previously abated)
(b) machinery/equipment only
(c) **both**
9. Abatement schedule requested is:
A. Real Property B. Machinery/Equipment
(1) 3-year (1) 5-year
(2) 6-year (2) **10-year**
(3) **10-year (previously abated)**
10. If applicant is a corporation:
A. What is the State of incorporation: **Delaware**
B. In what states is the corporation licensed to do business: **California, Indiana**

11. Which approvals or permits will this project require?

- (a) zoning change
- (b) annexation
- (c) plat approval
- (d) development plan

- (e) variance
- (f) special exception
- (g) building permit (completed)
- (h) other _____

12. Will additional public facilities/infrastructure be required?

- (a) yes
- (b) no

A. If yes, which ones?

- (a) water main
- (b) sanitary sewer
- (c) street

- (d) drainage
- (e) other _____

13. Is there a parent corporation:

- (a) yes
- (b) no

A. If yes, give:

Name Natural Products, LLC
Address 280 Park Ave., 33rd Floor, New York, NY 10017
Phone (212) 379-9113
Contact Bob Henry – Board Member

14. Is there a subsidiary or affiliated corporation:

- (a) yes
- (b) no

A. If yes, give:

Name See Attached
Address _____
Phone _____
Contact _____

15. Has applicant procured legal counsel?

- (a) yes
- (b) no

A. If yes, give:

Name O'Melvaney & Myers, LLP
Address 610 Newport Center Dr., Suite 1700, Newport Beach, CA 92660
Phone _____
Contact _____

I hereby certify, under penalties of perjury, that the information and representations made in this application and the attached supporting documents are true and accurate statements.

Mark L. Lokum
Signature of Applicant 6/13/06

State of _____)
County of _____)

SS:

Please see notary certification in the next page.

Subscribed and sworn to before me this _____ day of _____.

Signature of Notary

County of Residence:

Notary Public's Name

My Commission expires:

State of California

County of Orange } ss.

CALIFORNIA ALL-PURPOSE CERTIFICATE OF ACKNOWLEDGMENT

On 6-13-06

Date

, before me, Azucena Estrada

Printed Name of Notary Public

personally appeared Mark I. Lehman

Printed Name(s) of Signer(s)



personally known to me - or -



proved to me on the basis of satisfactory evidence:



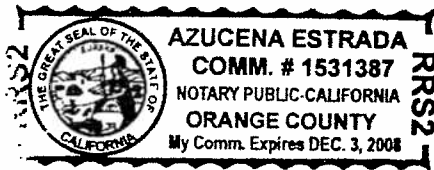
form(s) of identification



credible witness(es)

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



(Seal)

Azucena Estrada
Signature of Notary Public

OPTIONAL INFORMATION

Although the information in this section is not required by law, it could prevent fraudulent removal and reattachment of this acknowledgment to an unauthorized document and may prove useful to persons relying on the attached document.

Description of Attached Document

The preceding Certificate of Acknowledgment is attached to a document titled/for the purpose of _____

containing _____ pages, and dated _____

The signer(s) capacity or authority is/are as:



Individual(s)



Attorney-in-Fact



Corporate Officer(s)

Title(s)



Guardian/Conservator



Partner - Limited/General



Trustee(s)



Other:

representing: _____

Name(s) of Person(s) or Entity(ies) Signer is Representing

Additional Information



Additional Signer(s)



Signer(s) Thumbprint(s)



Other

PROPERTY DESCRIPTION

- (a) Give general description, location, address, etc.
- (b) Attach copy of legal description.
- (c) Attach area map – identify nearby landmarks/streets.

- (a) The building is commonly known as Quadrangle Building One in Precedent South Business Center, located at 800 Commerce Parkway Drive West, Greenwood, IN.
- (b) Precedent South Business Center, Block 6, Building 2
- (c) See Exhibit A (from lease)

SUBMISSION CHECKLIST

- | | |
|---|----------|
| 1. Application Form Completed and Signed | <u>X</u> |
| 2. Legal Description of Property | <u>X</u> |
| 3. Area Map of Property | <u>X</u> |
| 4. Recent Annual Report (or equivalent) | <u>X</u> |
| 5. Statement of Benefits Form | <u>X</u> |
| 6. Financial Worksheets No. 1 and No. 2 | <u>X</u> |
| 7. Summary of Tax and Abatement Projections | <u>X</u> |

Summary of Tax and Abatement Projections

Arbonne International, LLC
9400 Jeronimo, Irvine, CA 92618

I.	<u>Current Conditions:</u>	
A.	Current Annual Real Estate Taxes:	-
B.	Current Annual Personal Property Taxes:	0
C.	Combined Total:	0
D.	Projected 10-Year Combined Total:	0
II.	<u>Projected Conditions Without Abatement</u>	
A.	Projected Annual Real Estate Taxes:	-
B.	Projected Annual Personal Property Taxes:	0
C.	Combined Total:	0
D.	Projected 10-Year Combined Total:	0
III.	<u>Projected Conditions With Abatement</u>	
A.	Projected 10-Year Real Estate Taxes	-
B.	Projected 10-Year Abatement:	-
C.	Projected 10-Year Personal Property Taxes:	179003
D.	Projected 10-Year Abatement:	379356
	<u>Projected Total</u>	
E.	Total Amount Abated:	379356
F.	Total Taxes to be Paid:	179003

NOTE: Attach Worksheets

ESTIMATED TAX ABATEMENT IMPACT - 10 Years

Project Name: Arbonne International, LLC
Location: 9400 Jeronimo, Irvine, CA 92618
Current Date: 06/09/06

Proposed					
R.E. Tax Rate:	\$	2.3979	(Net)		
P.P. Tax Rate:	\$	2.8102	(Net)		
			0 Acres		
Land:	\$	-	A.V. per acre		
	\$	-	Assessed Value		
	\$	-	Annual Taxes Paid		
Bldg(s):	\$	-	Projected Investment		
	\$	-	Est. Assessed Value		
	\$	-	Est. Annual Taxes Paid		
Mfg. Equip. Investment:	\$	-			
Non-Mfg. Equip. Investment:	\$	7,864	500		

Current			
R.E. Tax Rate:	\$	2.3979	(Net)
P.P. Tax Rate:	\$	2.6102	(Net)
Land:			
		0 Acres	
		0 A.V. per acre	
	\$	-	Assessed Value
	\$	-	Annual Taxes Paid
Bldg(s):			
		-	Square Feet
		-	Assessed Value
		-	Annual Taxes Paid

[illegible]

		100%	90%	80%	70%	60%	50%	40%	30%	20%	10%	
EQUIPMENT	Abatement Rate:											
	Actual Tax:	\$ 82,112	\$ 114,956	\$ 86,217	\$ 65,889	\$ 49,267	\$ 38,950	\$ 30,792	\$ 30,792	\$ 30,792	\$ 30,792	\$ 558,399
	Amount Abated:	\$ 82,112	\$ 103,461	\$ 68,974	\$ 45,983	\$ 29,560	\$ 18,475	\$ 12,317	\$ 9,238	\$ 6,158	\$ 3,079	\$ 379,356
	Taxes Due:	\$ -	\$ 11,498	\$ 17,243	\$ 19,707	\$ 19,707	\$ 18,475	\$ 18,475	\$ 21,554	\$ 24,634	\$ 27,713	\$ 179,003

Taxes w/o Abatement	Ten Year Total: \$ 588,359
Taxes w/Abatement	Ten Year Total Paid: \$ 179,003
	Ten Year Total Abatement: \$ 379,356

OTHER TAXES											
Increased Taxes on Land after Development:	\$	-	\$	-	\$	-	\$	-	\$	-	\$
Taxes on New Non-Abated Equipment:	\$	-	\$	-	\$	-	\$	-	\$	-	\$
Taxes on Inventory:	\$	-	\$	-	\$	-	\$	-	\$	-	\$
Ten Year Total Other Taxes:											

ESTIMATED TAX ABATEMENT IMPACT - 10 Years

Project Name: Arbonne International, LLC
 Location: 9400 Jeronimo, Irvine, CA 92618
 Current Date: 06/09/06

Current
 R.E. Tax Rate: \$ 2.3979 (Net)

Land: 0 Acres
 \$ - A.V. per acre
 \$ - Annual Taxed Paid
 Bldg(s):
 - Square Feet
 - Assessed Value
 - Annual Taxes Paid

Proposed
 R.E. Tax Rate: \$ 2.6102 (Net)

Land: 0 Acres
 \$ - A.V. per acre
 \$ - Annual Taxed Paid
 Bldg(s):
 - Square Feet
 - Assessed Value
 - Annual Taxes Paid

Mfg. Equip. Investment: \$ -

Non-Mfg. Equip. Investment: #REF!

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6	Year 7	Year 8	Year 9	Year 10	Totals
(A) Current Land Taxes Paid	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(B) Current Bldg Taxes Paid	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(C) Assessed Value Proposed Bldgs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	N/A
Est Taxes on Proposed Bldgs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Abatement Percentage by Year	100%	95%	90%	85%	80%	70%	60%	50%	40%	30%	5%
(D) Taxes Abated	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(C) Assessed Value Proposed Equip	\$ 82,112	\$ 114,956	\$ 86,217	\$ 65,689	\$ 49,267	\$ 38,950	\$ 30,792	\$ 30,792	\$ 30,792	\$ 30,792	\$ 558,359
Est Taxes on Equip	\$ 82,112	\$ 114,956	\$ 86,217	\$ 65,689	\$ 49,267	\$ 38,950	\$ 30,792	\$ 30,792	\$ 30,792	\$ 30,792	\$ 558,359
Abatement Percentage by Year	100%	90%	80%	70%	60%	50%	40%	30%	20%	10%	N/A
(D) Taxes Abated	\$ 82,112	\$ 103,461	\$ 68,974	\$ 45,983	\$ 29,560	\$ 18,475	\$ 12,317	\$ 9,238	\$ 6,156	\$ 3,079	\$ 379,356
(E) Est Property Taxes on Developed Land	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(E) Est Taxes on New Non-Abated Equip	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(E) Est Taxes on Inventory	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(F) Taxes on Existing Personal Property	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(X) Current Taxes (A + B + F)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
(Y) Est Taxes Without Abatement (A + B + C's + E's + F)	\$ 82,112	\$ 114,956	\$ 86,217	\$ 65,689	\$ 49,267	\$ 38,950	\$ 30,792	\$ 30,792	\$ 30,792	\$ 30,792	\$ 558,359
(Z) Est Taxes With Abatement (Y - D's)	\$ -	\$ 11,496	\$ 17,243	\$ 19,707	\$ 19,707	\$ 18,475	\$ 18,475	\$ 21,554	\$ 24,634	\$ 27,713	\$ 179,003



STATEMENT OF BENEFITS PERSONAL PROPERTY

State Form 51764 (5-04)

Prescribed by the Department of Local Government Finance

FORM
SB - 1 / PP

INSTRUCTIONS:

1. This statement must be submitted to the body designating the economic revitalization area prior to the public hearing if the designating body requires information from the applicant in making its decision about whether to designate an Economic Revitalization Area. Otherwise this statement must be submitted to the designating body **BEFORE** a person installs the new manufacturing equipment and/or research and development equipment, and/or logistical distribution equipment and/or information technology equipment for which the person wishes to claim a deduction. "Projects" planned or committed to after July 1, 1987 and areas designated after July 1, 1987 require a STATEMENT OF BENEFITS. (IC 6-1.1-12.1)
2. Approval of the designating body (City Council, Town Board, County Council, etc.) must be obtained prior to installation of the new manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment, **BEFORE** a deduction may be approved
3. To obtain a deduction, Form 322 ERA/PPME and/or Form 322 ERA/PP Other, must be filed with the county auditor. Form 322 ERA/PPME and/or Form 322 ERA/PP Other must be filed between March 1 and May 15 of the assessment year in which new manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment becomes assessable, unless a filing extension has been obtained. A person who obtains a filing extension must file the form between March 1 and the extended due date of that year.
4. Property owners whose Statement of Benefits was approved after June 30, 1991 must submit Form CF-1 annually to show compliance with the Statement of Benefits. (IC 6-1.1-12.1-5.6)
5. The schedules established under IC 6-1.1-12.1-4(d) and IC 6-1.1-12.1-4.5(e) effective July 1, 2000 apply to any statement of benefits filed on or after July 1, 2000. The schedules effective prior to July 1, 2000 shall continue to apply to those statement of benefits filed before July 1, 2000.

SECTION 1 TAXPAYER INFORMATION											
Name of taxpayer Arbonne International, LLC											
Address of taxpayer (street and number, city, state and ZIP code) 9400 Jeronimo, Irvine, CA 92618											
Name of contact person Carol Hukari							Telephone number (949) 460-1378				
SECTION 2 LOCATION AND DESCRIPTION OF PROPOSED PROJECT											
Name of designating body City of Greenwood - Common Council							Resolution number				
Location of property Precedent South Business Center - Quadrangle Building 1					County Johnson		Taxing district District 78				
Description of manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment (use additional sheets if necessary) See Attached					ESTIMATED						
							Start Date	Completion Date			
					Manufacturing Equipment		N/A	N/A			
					R & D Equipment		N/A	N/A			
					Logist Dist Equipment *		June 2006	July 2006			
		IT Equipment *	June 2006	July 2006							
SECTION 3 ESTIMATE OF EMPLOYEES AND SALARIES AS RESULT OF PROPOSED PROJECT											
Current number 0		Salaries N/A		Number retained N/A		Salaries N/A		Number additional 435		Salaries See Attached	
SECTION 4 ESTIMATED TOTAL COST AND VALUE OF PROPOSED PROJECT											
NOTE: Pursuant to IC 6-1.1-12.1-5.1 (d) (2) the COST of the property is confidential.				Manufacturing Equipment		R & D Equipment		Logist Dist Equipment *		IT Equipment *	
				Cost	Assessed Value	Cost	Assessed Value	Cost	Assessed Value **	Cost	Assessed Value **
Current values								0	0	0	0
Plus estimated values of proposed project								7,164,500	4,012,120	700,000	392,000
Less values of any property being replaced								0	0	0	0
Net estimated values upon completion of project								7,164,500	4,012,120	700,000	392,000
SECTION 5 WASTE CONVERTED AND OTHER BENEFITS PROMISED BY THE TAXPAYER											
Estimated solid waste converted (pounds) <u>2,080 cu. yds. - 80% recycled</u> Estimated hazardous waste converted (pounds) <u>N/A</u>											
Other benefits:											
SECTION 6 TAXPAYER CERTIFICATION											
I hereby certify that the representations in this statement are true.											
Signature of authorized representative 							Title CFO		Date signed (month, day, year) 6/13/06		

* See IC 6-1.1-12.1-2.3.

**Year Two

FOR USE OF THE DESIGNATING BODY

We have reviewed our prior actions relating to the designation of this economic revitalization area and find that the applicant meets the general standards adopted in the resolution previously approved by this body. Said resolution, passed under IC 6-1.1-12.1-2.5, provides for the following limitations as authorized under IC 6-1.1-12.1-2.

- A. The designated area has been limited to a period of time not to exceed 10 calendar years * (see below). The date this designation expires is 12/31/2015.
- B. The type of deduction that is allowed in the designated area is limited to:
- | | |
|--|---|
| 1. Installation of new manufacturing equipment; | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| 2. Installation of new research and development equipment; | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| 3. Installation of new logistical distribution equipment. | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| 4. Installation of new information technology equipment; | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
- C. The amount of deduction applicable to new manufacturing equipment is limited to \$ No Limit cost with an assessed value of \$ No Limit.
- D. The amount of deduction applicable to new research and development equipment is limited to \$ No Limit cost with an assessed value of \$ No Limit.
- E. The amount of deduction applicable to new logistical distribution equipment is limited to \$ No Limit cost with an assessed value of \$ No Limit.
- F. The amount of deduction applicable to new information technology equipment is limited to \$ No Limit cost with an assessed value of \$ No Limit.
- G. Other limitations or conditions (specify) None
- H. The deduction for new manufacturing equipment and/or new research and development equipment and/or new logistical distribution equipment and/or new information technology equipment installed and first claimed eligible for deduction after July 1, 2000 is allowed for:
- | | | |
|-------------------------------------|---|---|
| <input type="checkbox"/> 1 year | <input type="checkbox"/> 6 years | ** For ERA's established prior to July 1, 2000 <u>only</u> a 5 or 10 year schedule may be deducted. |
| <input type="checkbox"/> 2 years | <input type="checkbox"/> 7 years | |
| <input type="checkbox"/> 3 years | <input type="checkbox"/> 8 years | |
| <input type="checkbox"/> 4 years | <input type="checkbox"/> 9 years | |
| <input type="checkbox"/> 5 years ** | <input checked="" type="checkbox"/> 10 years ** | |

Also we have reviewed the information contained in the statement of benefits and find that the estimates and expectations are reasonable and have determined that the totality of benefits is sufficient to justify the deduction described above.

Approved: (signature and title of authorized member)	Telephone number	Date signed (month, day, year)
Attested by:	Designated body	

* If the designating body limits the time period during which an area is an economic revitalization area, it does not limit the length of time a taxpayer is entitled to receive a deduction to a number of years designated under IC 6-1.1-12.1-4.5

Arbonne International

Arbonne International, LLC, based in Irvine CA, sells its own branded line of “Swiss Formulated/U.S. Made” herbal and botanical personal care products through a multi-level marketing network of over 380,000 consultants.

Company Overview

Arbonne was founded in Switzerland in 1975 and first introduced in the United States in 1980. Arbonne was one of the first companies to introduce herbal and botanical natural personal care products in the U.S. The Arbonne product offering comprises a broad portfolio of health and beauty care products, including skin care, body & hair care, cosmetics, aromatherapy and nutrition. Skin care is by far Arbonne's most important product category, representing approximately 42% of annual sales. Arbonne markets most of its products in multi-product suites designed for regimented and combined use.

Arbonne sells its products through a nation-wide network of consultants who purchase product from the Company at a 35% discount to suggested retail price, then either sell the product to end users or consume the product for personal use. As the consultant base has grown, there has been a commensurate increase in the number of consultants making a purchase from the Company each month.

Industry Summary

Arbonne operates in the \$29.6 billion U.S. direct selling industry, which represents the largest direct selling market in the world. The industry is recession resistant and has consistently grown in terms of revenues and number of sales consultants:

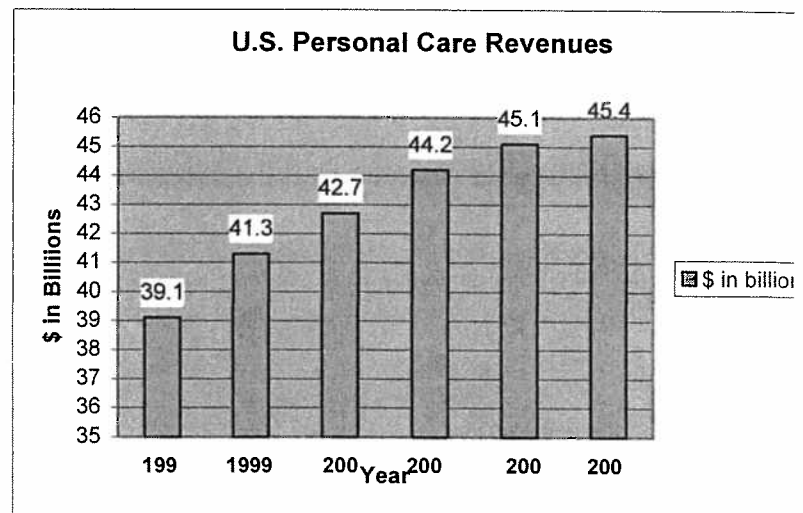
- The number of U.S. consultants has been growing at an annual rate of almost 9% per year and totaled approximately 13.3 million people in 2003.
- While the total value of direct sales has been growing at approximately 5.4% per year since 1998, sales of personal care products through direct sales have grown at an annual rate of 7.8%.

The direct selling industry has long been a major, established distribution channel for personal care products and continues to outpace growth through traditional channels. Direct sales currently account for 9.5% of total U.S. personal care sales, comparable to specialty retail, while growing significantly faster than the drug and grocery channels.

I. Recent Acquisition

Arbonne and its sister company, Levlad LLC, is owned by Harvest Partners IV, LP, an equity management group, through a holding company, Natural Products Group, LLC. Harvest formed NPG in November 2004 through the simultaneous acquisitions of Levlad and its then subsidiary, Arbonne.

Founded in 1981, Harvest Partners is a leading New York-based private equity investment firm, pursuing management buyouts and growth financings of profitable, medium-sized businesses. Harvest



focuses on industries including consumer, manufacturing, value-added distribution and specialty services. Harvest has over 20 years experience investing in domestic as well as multinational companies. Currently, Harvest has over \$1 billion of invested and committed capital under management from its limited partners, which include numerous pension funds, domestic and international industrial corporations and various financial institutions. For more information on Harvest, please visit their web site at 222.harvpart.com.

A. Management Team

In connection with the Acquisition, Bob Henry became CEO of Arbonne. Mr. Henry is a seasoned industry executive with extensive experience in the direct marketing and personal care industries, who complements the existing team with over 20 years of experience as an executive in the direct selling industry. Mr. Henry spent over eleven years as an executive with Avon, four years at Amway Corp., and most recently, three years with Mannatech Inc. (NASDAQ:MTEX), a developer and multi-level marketer of nutritional supplements and topical products. At Mannatech, Mr. Henry was responsible for executing a rapid turnaround and building infrastructure to support growth.

The other senior members of the Company's management team have significant experience in the network marketing or consumer products companies:

Mark Lehman was added as the Chief Financial Officer of both Arbonne and Levlad. Mark is a seasoned, senior financial executive who holds an MBA from Rutgers University. Mark joins Arbonne with extensive experience working with consumer product companies — with an emphasis in manufacturing and distribution — and a substantial history of working internationally, in Europe and Asia.

Rita Davenport, President of Arbonne, joined Arbonne in 1987 as an independent consultant and within one year reached the consultant rank of Regional Vice President. Rita is a successful, nationally recognized entrepreneur, author and an award-winning speaker, having received the coveted CSP and CPAE awards from the National Speakers Association.

Carol Hukari, Senior Vice President of Operations, came to Arbonne with 16 years experience in the networking marketing industry, including 12 years at Shaklee Corporation and two years as COO of a start-up division of Natrol Inc. (NASDAQ:NTOL). Her experience encompasses sales and operations, international business and worldwide marketing. Her background also includes 12 years in the advertising agency business where she honed her strategic management experience.

Candace Keefe, Senior Vice President of Product Development and Marketing. With Arbonne since 1989, Candace is responsible for the development and marketing of new products, the enhancement and maintenance of the existing product line; plus business development, communications and events. Candace is a member of the Society of Cosmetic Chemists.

Key Events	
Date	Event
1972	Brothers Leo and Vladimir Weinstein begin producing shampoos made of rainwater and other natural ingredients and formed Levlad.
Early 1970's	Levlad begins production of personal care products.
1975	Petter Mørck founds Arbonne with a group of biologist and herbalists in Switzerland.
1980	Arbonne enters the United States market
Mid 1980's	Arbonne chooses Levlad to be a key supplier

1999	Levlad acquires a minority (just under 50%) ownership interest in Arbonne.
2002	Levlad increases its ownership to majority control of Arbonne.
2004	Harvest forms Natural Products Group to acquire Arbonne and Levlad. Bob Henry is introduced as CEO of Arbonne.
2005	Harvest introduces key managers, including Mark Lehman as CFO of Arbonne and Levlad.

Arbonne Products

Arbonne offers a comprehensive approach to health and beauty with a product portfolio comprised of skin and hair care, cosmetic, aromatherapy and nutritional products for both women and men. The products are botanically based, pH correct, dermatologist tested, hypoallergenic and never tested on animals. Arbonne organizes the products in cohesive lines tailored to individual customer conditions and requirements. For example, Arbonne's products are formulated for different skin types and conditions, ethnicities and ages. Customers are encouraged to purchase multiple Arbonne products for combination use as part of a recurring, often daily regimen. As a result of the regular use of its products, a core base of end users provide Arbonne and its consultants with a recurring revenue stream.

Arbonne offers multiple product categories, all of which are related to a "wellness" theme. This complete product line approach allows Arbonne's sales consultants to maximize their sales through the bundling of products within or across product categories. These bundles product offerings enable the consultant to provide customers with fully customized, one stop, low cost comprehensive solutions to their health and healthy-appearance needs. Arbonne also sells literature and promotional materials, including sales aids, informational videotapes and CD recordings, to its consultants.

Arbonne offers approximately 109 SKUs for personal care, 24 SKUs for aromassentials, 227 SKUs for color, 41 SKUs for nutritional products and 106 SKUs for holiday products. These products are separated into six product categories: skin care, body care, aromatherapy, color, weight loss and nutrition.

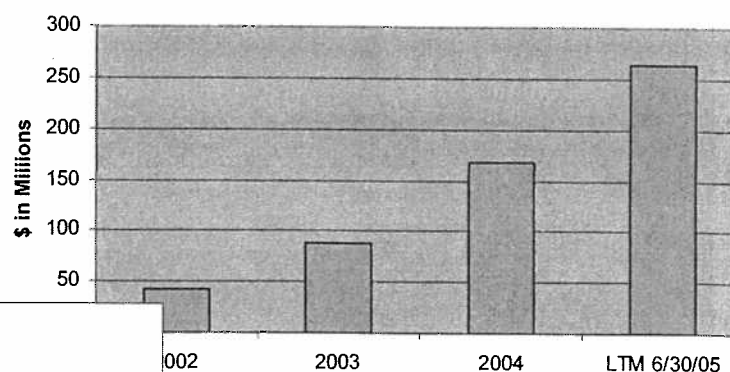
Sales Overview

Arbonne has experienced over 600% growth over the last six years, based on a trending 12 months, and is on track to grow over 100% during 2005.

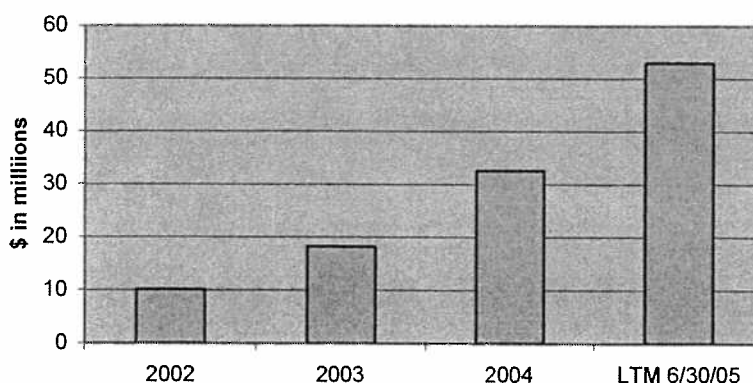
Net Sales from January 2002 to June 2005 have a CAGR (Compounded Annual Growth Rate) of 69%. Estimated annual net sales for the calendar/fiscal year 2005 are approximately \$400MM.

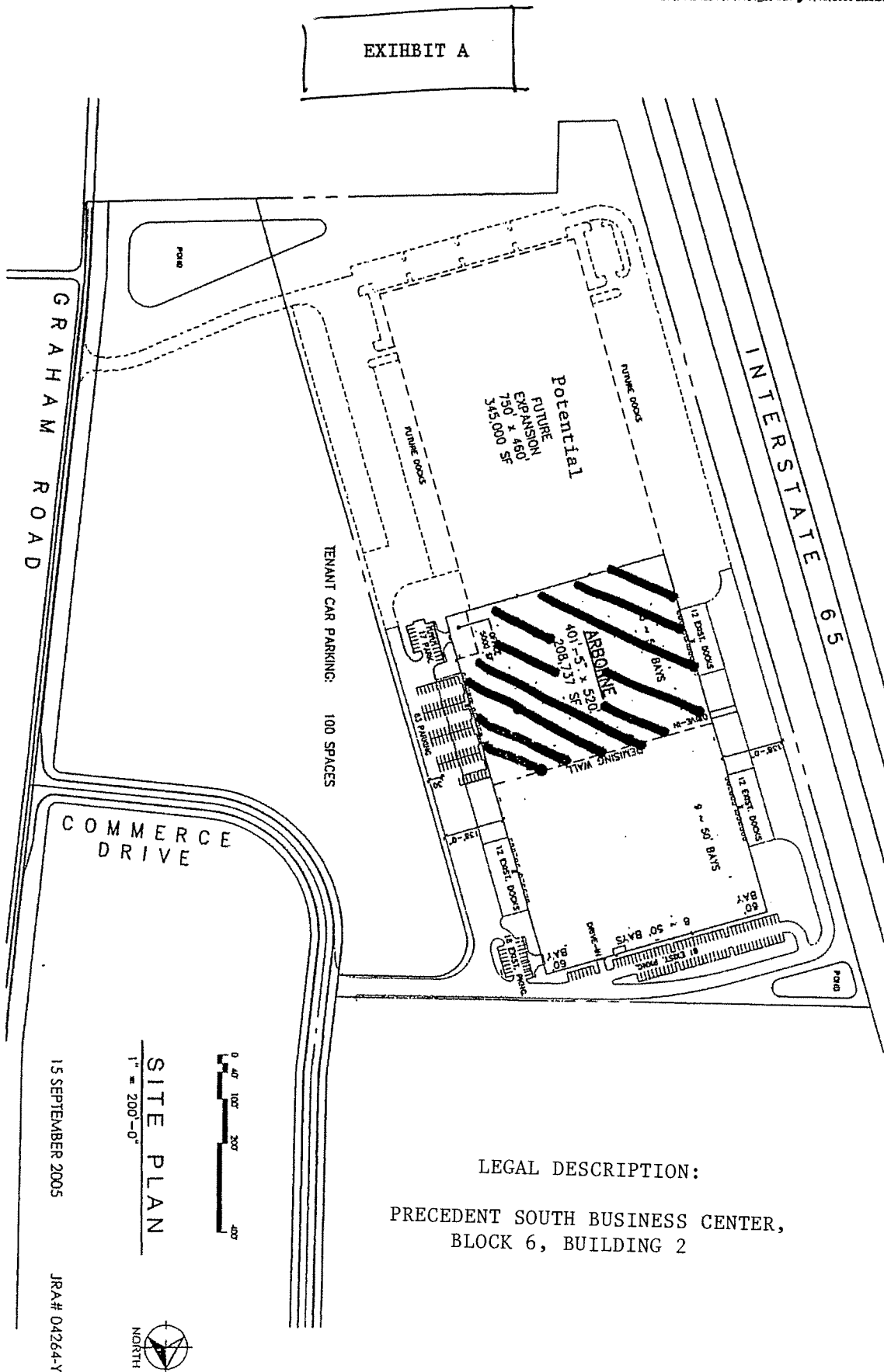
EBITDA has risen 94.8% (CAGR) from 2002 through June 2005.

Historical Net Sales



Historical Adjusted EBITDA





This Exhibit is for informational purposes only and shall not be deemed to be a warranty, representation or agreement on the part of Landlord that the future expansion will be exactly as indicated on this Exhibit or that future expansion will be undertaken at all.

Arbonne International Project Information
Greenwood Property Tax Abatement Application

Real Estate Improvements

- Lighting
- Footings for work platform
- VNA Wire Guidance
- HVAC Additions
- Sprinklers
- Power Feeds
- Network Drops
- Ballards and cages
- Trash Dumpsters
- Office and Break-room build-out
- Security system

Personal Property – Equipment

- Conveyor hardware
- Spiral conveyor
- Weigh-in-Motion scale
- Miscellaneous hardware – conveyors
- Framing and stairs
- Carton and Pallet flow
- Decking
- Pallet racking
- Platform structure
- Control systems – field devices, control panels, scanners
- Pick-to-light systems
- Warehouse control system
- Order pickers
- Reach trucks
- Swing reach trucks
- Walkie-rider forklifts
- Dunnage machine
- Baler/trash compactor
- Scrubber
- RF network and hand scanners
- Computers
- Office furniture
- Office equipment

Arbonne International, LLC - Subsidiaries

- **Arbonne International Holdings Inc. (US entity, to be set up now, 100% owned by Arbonne International LLC)**
- **Arbonne International Canada Distributors Ltd. (Canadian corporation, 100% owned by Arbonne International LLC)**
- **Arbonne International Canada Inc. (Canadian corporation, 100% owned by Arbonne International Holdings Inc.)**
- **Arbonne Research & Development LLC (single member US LLC owned by Arbonne International LLC)**
- **Arbonne International S.A. de C.V. (inactive Mexican company. 49% of it is owned by Arbonne International LLC)**
- **Arbonne Venezuela (inactive, 51% is owned by Arbonne International LLC)**
- **Address, phone and contact are the same as for Arbonne International LLC.**

AVERAGE WAGES

Year	Number of Full-time Positions	Job Title	Skill Level	Ave. Hourly Wage W/O Fringe	Ave. Hourly Wage W/ Fringe
2006	30	Receivers/Forklift Ops	Moderate Exp.	\$11.75	\$15.86
2006	160	Pickers	Minimal Experience	\$10.75	\$14.51
2006	32	Packers	Minimal Experience	\$10.75	\$14.51
2006	42	Shippers	Minimal Experience	\$10.75	\$14.51
2006	74	Replenishers	Minimal Experience	\$10.75	\$14.51
2006	6	Kit Assembly	Minimal Experience	\$10.75	\$14.51
2006	24	Quality Control	Moderate Exp.	\$10.75	\$14.51
2006	2	Inventory Control Spvrs	Experienced	\$18.00	\$24.30
2006	16	Cycle Counters	Minimal Experience	\$12.00	\$16.20
2006	2	Administrative Assoc.	Minimal Experience	\$14.00	\$18.90
2006	2	HR/Payroll	Moderate Exp.	\$19.00	\$25.65
2006	30	Team Leads	Moderate Exp.	\$12.25	\$16.54
2006	2	Facility Maintenance	Experienced	\$20.00	\$27.00
2006	10	Supervisors	Experienced	\$20.00	\$27.00
2006	1	General Manager	Experienced	\$50.00	\$67.50
2006	2	Manager	Experienced	\$30.00	\$40.50

*Please note the employment and payroll should be based on a partial year.

Year	Number of Full-time Positions	Job Title	Skill Level	Ave. Hourly Wage W/O Fringe	Ave. Hourly Wage W/ Fringe
2007	30	Receivers/Forklift Ops	Moderate Exp.	\$ 12.22	\$ 16.50
2007	160	Pickers	Minimal Experience	\$ 11.18	\$ 15.09
2007	32	Packers	Minimal Experience	\$ 11.18	\$ 15.09
2007	42	Shippers	Minimal Experience	\$ 11.18	\$ 15.09
2007	74	Replenishers	Minimal Experience	\$ 11.18	\$ 15.09
2007	6	Kit Assembly	Minimal Experience	\$ 11.18	\$ 15.09
2007	24	Quality Control	Moderate Exp.	\$ 11.18	\$ 15.09
2007	2	Inventory Control Spvrs	Experienced	\$ 18.72	\$ 25.27
2007	16	Cycle Counters	Minimal Experience	\$ 12.49	\$ 16.85
2007	2	Administrative Assoc.	Minimal Experience	\$ 14.56	\$ 19.66
2007	2	HR/Payroll	Moderate Exp.	\$ 19.78	\$ 26.68
2007	30	Team Leads	Moderate Exp.	\$	\$

				12.74	17.20
2007	2	Facility Maintenance	Experienced	\$ 20.80	\$ 28.09
2007	10	Supervisors	Experienced	\$ 20.80	\$ 28.08
2007	1	General Manager	Experienced	\$ 52.00	\$ 70.20
2007	2	Manager	Experienced	\$ 52.00	\$ 70.20

Year	Number of Full-time Positions	Job Title	Skill Level	Ave. Hourly Wage W/O Fringe	Ave. Hourly Wage W/ Fringe
2008	30	Receivers/Forklift Ops	Moderate Exp.	\$ 12.71	\$ 17.16
2008	160	Pickers	Minimal Experience	\$ 11.63	\$ 15.70
2008	32	Packers	Minimal Experience	\$ 11.63	\$ 15.70
2008	42	Shippers	Minimal Experience	\$ 11.63	\$ 15.70
2008	74	Replenishers	Minimal Experience	\$ 11.63	\$ 15.70
2008	6	Kit Assembly	Minimal Experience	\$ 11.63	\$ 15.70
2008	24	Quality Control	Moderate Exp.	\$ 11.63	\$ 15.70
2008	2	Inventory Control Spvsn	Experienced	\$ 19.47	\$ 26.28
2008	16	Cycle Counters	Minimal Experience	\$ 12.98	\$ 17.53
2008	2	Administrative Assoc.	Minimal Experience	\$ 15.14	\$ 20.44
2008	2	HR/Payroll	Moderate Exp.	\$ 20.55	\$ 27.74
2008	30	Team Leads	Moderate Exp.	\$ 13.25	\$ 17.89
2008	2	Facility Maintenance	Experienced	\$ 21.63	\$ 29.20
2008	10	Supervisors	Experienced	\$ 21.63	\$ 29.20
2008	1	General Manager	Experienced	\$ 54.08	\$ 73.01
2008	2	Manager	Experienced	\$ 54.08	\$ 73.01

JOHNSON COUNTY DEVELOPMENT CORPORATION

August 4, 2005

Mr. Jonathan L. Sangster
Senior Managing Director
CB Richard Ellis Consulting
3340 Peachtree Road NE
Tower Place 100, Suite 1050
Atlanta, GA 30326
Fax: 404-923-1558

Ref: Arbonne International

Dear Mr. Sangster:

We appreciate your interest in our community and offer the following in response to your request:

1) Proposed Arbonne Distribution Facility

Site:

***Quadrangle Building
Greenwood, IN 46143***

Employment:

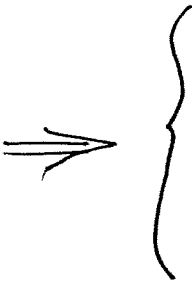
150 full-time employees average payroll of \$11.67/hour

Investment:

***200,000 sq. ft. of Leased Building and Land
\$.5 - \$1 million in Capital Investment (retrofit building)
\$5 - \$6 million in Fixtures, Furniture and Equipment***

2) Incentive Package

The City of Greenwood, Johnson County, is aggressively looking for new, expansion and retention of capital investment and new job creators. We are willing to consider the following:



Tax Abatement - 10-year real and personal property. This is a standard process and Mayor Charles Henderson, City of Greenwood and the JCDC will coordinate and ensure a smooth process that will enable you to rely on the City's desire for your business. We understand you are considering the Quadrangle Building (which already has been abated by the City of Greenwood). This site is located in the Tax Increment Finance area. Other companies in the area, that meet the same criteria you have specified, have already received tax abatement. The estimated savings to your company would be over \$420,000.

2797 N. Morton St., Suite E
Franklin, IN 46131
317-736-4300 Fax: 317-736-7220
email: chriskinnett@earthlink.net

JOHNSON COUNTY DEVELOPMENT CORPORATION

Page 2

Mr. Sangster

City of Greenwood Tax Abatement

EDGE (Economic Development for a Growing Economy) – We will work with you in applying, through the state, and determining if you are eligible for EDGE credits. In order to be eligible, a project must have a competitive disparity in project costs. The project must, and will, receive significant community support and compare favorably with county wage levels. **LEDGE** (Local Economic Development for a Growing Economy) - In addition, we will recommend to the City Council a new program being developed at this writing for the City of Greenwood (preliminary discussions have taken place on your project). Our recommendation would be to provide, as a credit, the City of Greenwood's CAGIT tax paid by the employees and the jobs created by the project for up to five years. Initial estimates are that your credit would be in excess of \$30,000.

We will work with the State of Indiana and Johnson County officials to **provide the necessary infrastructure** grant dollars that meet your needs to your property line. We are not aware of any needs at the Quadrangle building but are willing to discuss any allowable needs working in conjunction with the State of Indiana, Johnson County and the City of Greenwood.

Tax-Exempt Bonds – The City of Greenwood will use its best efforts to finance any permissible portion of the Project through tax-exempt (exempt facility) bonds under the Internal Revenue Code in order to pass through the advantageous interest rate treatment permitted by the Code and would assist the Company in obtaining volume cap from the Indiana Development Finance Authority pursuant to existing criteria. We commit to have our professionals work with you and your client to see if any portions of the Project so qualify.

Workforce – We will work with you and the Workforce Investment Board (WIB) to assist with identifying qualified workers, reviewing applications, and interviewing prospective employees should you so desire. Johnson County has over 6,500 underemployed residences within the workforce. We have had an excellent experience working with local employment agencies in recruiting for new and expanding industries in the area.

We feel your project is a perfect fit for the Greenwood area and hope you will give us every consideration. We will ask in our formal documentation of these incentives that you use your best efforts to hire local residents and use local contractors and suppliers.

2797 N. Morton St., Suite E
Franklin, IN 46131
317-736-4300 Fax: 317-736-7220
email: chriskinnett@earthlink.net

JOHNSON COUNTY DEVELOPMENT CORPORATION

Page 3
Mr. Sangster
City of Greenwood Tax Abatement

We look forward to working with you in the near future. Please let us know how we can help with your decision process in order to move this project to a successful conclusion.

Yours truly,

Chris V. Kinnett

Chris V. Kinnett
Executive Director

cc: Mayor Charles Henderson
Leigh Durbin, IEDC
Terri VanZant, IEDC
Julie Ashmore, Indy Partnership

2797 N. Morton St., Suite E
Franklin, IN 46131
317-736-4300 Fax: 317-736-7220
email: chriskinnett@earthlink.net



STATEMENT OF BENEFITS PERSONAL PROPERTY

State Form 51764 (5-04)

Prescribed by the Department of Local Government Finance

FORM
SB - 1 / PP

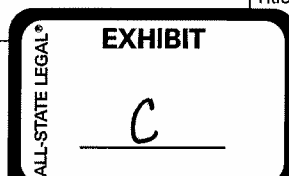
INSTRUCTIONS:

1. This statement must be submitted to the body designating the economic revitalization area prior to the public hearing if the designating body requires information from the applicant in making its decision about whether to designate an Economic Revitalization Area. Otherwise this statement must be submitted to the designating body **BEFORE** a person installs the new manufacturing equipment and/or research and development equipment, and/or logistical distribution equipment and/or information technology equipment for which the person wishes to claim a deduction. "Projects" planned or committed to after July 1, 1987 and areas designated after July 1, 1987 require a STATEMENT OF BENEFITS. (IC 6-1.1-12.1)
2. Approval of the designating body (City Council, Town Board, County Council, etc.) must be obtained prior to installation of the new manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment, **BEFORE** a deduction may be approved
3. To obtain a deduction, Form 322 ERA/PPME and/or Form 322 ERA/PP Other, must be filed with the county auditor. Form 322 ERA/PPME and/or Form 322 ERA/PP Other must be filed between March 1 and May 15 of the assessment year in which new manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment becomes assessable, unless a filing extension has been obtained. A person who obtains a filing extension must file the form between March 1 and the extended due date of that year.
4. Property owners whose Statement of Benefits was approved after June 30, 1991 must submit Form CF-1 annually to show compliance with the Statement of Benefits. (IC 6-1.1-12.1-5.6)
5. The schedules established under IC 6-1.1-12.1-4(d) and IC 6-1.1-12.1-4.5(e) effective July 1, 2000 apply to any statement of benefits filed on or after July 1, 2000. The schedules effective prior to July 1, 2000 shall continue to apply to those statement of benefits filed before July 1, 2000.

SECTION 1 TAXPAYER INFORMATION											
Name of taxpayer Arbonne International, LLC											
Address of taxpayer (street and number, city, state and ZIP code) 9400 Jeronimo, Irvine, CA 92618											
Name of contact person Carol Hukari							Telephone number (949) 460-1378				
SECTION 2 LOCATION AND DESCRIPTION OF PROPOSED PROJECT											
Name of designating body City of Greenwood - Common Council							Resolution number				
Location of property Precedent South Business Center - Quadrangle Building 1					County Johnson		Taxing district District 78				
Description of manufacturing equipment and/or research and development equipment and/or logistical distribution equipment and/or information technology equipment (use additional sheets if necessary) See Attached					ESTIMATED						
							Start Date		Completion Date		
					Manufacturing Equipment		N/A		N/A		
					R & D Equipment		N/A		N/A		
					Logist Dist Equipment *		June 2006		July 2006		
		IT Equipment *		June 2006		July 2006					
SECTION 3 ESTIMATE OF EMPLOYEES AND SALARIES AS RESULT OF PROPOSED PROJECT											
Current number 0		Salaries N/A		Number retained N/A		Salaries N/A		Number additional 435		Salaries See Attached	
SECTION 4 ESTIMATED TOTAL COST AND VALUE OF PROPOSED PROJECT											
NOTE: Pursuant to IC 6-1.1-12.1-5.1 (d) (2) the COST of the property is confidential.			Manufacturing Equipment		R & D Equipment		Logist Dist Equipment *		IT Equipment *		
			Cost	Assessed Value	Cost	Assessed Value	Cost	Assessed Value **	Cost	Assessed Value **	
Current values							0	0	0	0	
Plus estimated values of proposed project							7,164,500	4,012,120	700,000	392,000	
Less values of any property being replaced							0	0	0	0	
Net estimated values upon completion of project							7,164,500	4,012,120	700,000	392,000	
SECTION 5 WASTE CONVERTED AND OTHER BENEFITS PROMISED BY THE TAXPAYER											
Estimated solid waste converted (pounds) 2,080 cu. yds. - 80% recycled					Estimated hazardous waste converted (pounds) N/A						
Other benefits:											
SECTION 6 TAXPAYER CERTIFICATION											
I hereby certify that the representations in this statement are true.											
Signature of authorized representative <i>Mark H. Hukari</i>							Title CFO		Date signed (month, day, year) 6/13/06		

* See IC 6-1.1-12.1-2.3.

**Year Two



FOR USE OF THE DESIGNATING BODY

We have reviewed our prior actions relating to the designation of this economic revitalization area and find that the applicant meets the general standards adopted in the resolution previously approved by this body. Said resolution, passed under IC 6-1.1-12.1-2.5, provides for the following limitations as authorized under IC 6-1.1-12.1-2.

- A. The designated area has been limited to a period of time not to exceed 10 calendar years * (see below). The date this designation expires is 12/31/2015.
- B. The type of deduction that is allowed in the designated area is limited to:
1. Installation of new manufacturing equipment; ☒ Yes ☐ No
 2. Installation of new research and development equipment; ☒ Yes ☐ No
 3. Installation of new logistical distribution equipment. ☒ Yes ☐ No
 4. Installation of new information technology equipment; ☒ Yes ☐ No
- C. The amount of deduction applicable to new manufacturing equipment is limited to \$ No Limit cost with an assessed value of \$ No Limit.
- D. The amount of deduction applicable to new research and development equipment is limited to \$ No Limit cost with an assessed value of \$ No Limit.
- E. The amount of deduction applicable to new logistical distribution equipment is limited to \$ No Limit cost with an assessed value of \$ No Limit.
- F. The amount of deduction applicable to new information technology equipment is limited to \$ No Limit cost with an assessed value of \$ No Limit.
- G. Other limitations or conditions (specify) None
- H. The deduction for new manufacturing equipment and/or new research and development equipment and/or new logistical distribution equipment and/or new information technology equipment installed and first claimed eligible for deduction after July 1, 2000 is allowed for:
- | | | |
|-------------------------------------|---|---|
| <input type="checkbox"/> 1 year | <input type="checkbox"/> 6 years | ** For ERA's established prior to July 1, 2000 <u>only</u> a 5 or 10 year schedule may be deducted. |
| <input type="checkbox"/> 2 years | <input type="checkbox"/> 7 years | |
| <input type="checkbox"/> 3 years | <input type="checkbox"/> 8 years | |
| <input type="checkbox"/> 4 years | <input type="checkbox"/> 9 years | |
| <input type="checkbox"/> 5 years ** | <input checked="" type="checkbox"/> 10 years ** | |

Also we have reviewed the information contained in the statement of benefits and find that the estimates and expectations are reasonable and have determined that the totality of benefits is sufficient to justify the deduction described above.

Approved: (signature and title of authorized member)	Telephone number	Date signed (month, day, year)
Attested by:	Designated body	

* If the designating body limits the time period during which an area is an economic revitalization area, it does not limit the length of time a taxpayer is entitled to receive a deduction to a number of years designated under IC 6-1.1-12.1-4.5